

ORIGINAL

SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
Jerome S. Hirsch
Four Times Square
New York, New York 10036
Tel: (212) 735-3000

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
AFSHIN MONSEFI, Individually and on Behalf of
All Others Similarly Situated,

Plaintiff,

- against -

ORION ENERGY SYSTEMS, INC., NEAL R
VERFUERTH, DANIEL J. WAIBEL, THOMAS A.
QUADRACCI, MICHAEL J. POTTS, DIANA
PROPPER de CALLEJON, JAMES R. CACKLEY,
ECHKHART G. GROHMANN, PATRICK J.
TROTTER, THOMAS WEISEL PARTNERS, LLC,
CANACCORD ADAMS, INC., AND PACIFIC
GROWTH EQUITIES, LLC,

Defendants.
----- x

No. 08 Civ. 1328 (RJS)

**NOTICE OF MOTION
FOR ADMISSION
PRO HAC VICE OF
MATTHEW R. KIPP**

PLEASE TAKE NOTICE that, upon the annexed Affidavit of Jerome S.

Hirsch in Support of Motion for Admission Pro Hac Vice, and the annexed Affidavit of
Matthew R. Kipp, and attachments thereto, submitted herewith, defendants Orion Energy
Systems, Inc., Neal R. Verfuerth, Daniel J. Waibel, Thomas A. Quadracci, Michael J.
Potts, Diana Propper de Callejon, James R. Kackley, Echhart G. Grohmann, and Patrick J.
Trotter, through the undersigned, will move this Court before the Honorable Richard J.
Sullivan, at the United States Courthouse, 500 Pearl Street, Room 615, New York, New
York 10007, as soon as counsel may be heard, for an order pursuant to Rule 1.3(c) of the
Rules of the United States District Court for the Southern District of New York,

U.S. DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
2008 APR 11 PM 4:31

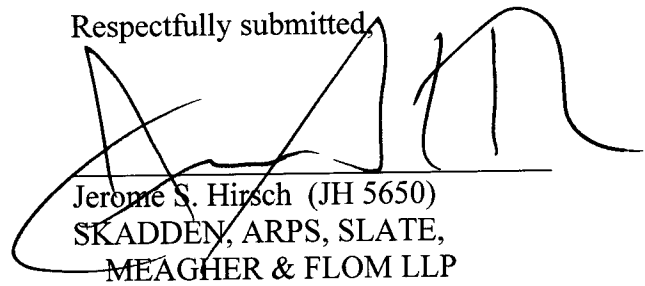
APR 11 2008

556170-876
925-6471455
JK

admitting Matthew R. Kipp to practice *pro hac vice* in the above-captioned matter. For the Court's convenience, a form of Order is annexed hereto.

Dated: New York, New York
April 11, 2008

Respectfully submitted,

A handwritten signature in black ink, appearing to be 'JH', is written over a horizontal line. The signature is stylized with a large loop and a trailing flourish.

Jerome S. Hirsch (JH 5650)
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP

Four Times Square
New York, New York 10036
Tel: (212) 735-3000

Attorneys for Defendants Orion
Energy Systems, Inc., Neal R.
Verfuerth, Daniel J. Waibel, Thomas
A. Quadracci, Michael J. Potts,
Diana Propper de Callejon, James R.
Kackley, Echhart G. Grohmann, and
Patrick J. Trotter

Of Counsel

Matthew R. Kipp
Donna L. McDevitt
Andrew J. Fuchs
Martin V. Sinclair, Jr.
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
333 West Wacker Drive
Chicago, Illinois 60606
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UNITED STATES DISTRICT COURT
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All Others Similarly Situated, :

Plaintiff, : No. 08 Civ. 1328 (RJS)

- against - :

ORION ENERGY SYSTEMS, INC., NEAL R
VERFUERTH, DANIEL J. WAIBEL, THOMAS A.
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TROTTER, THOMAS WEISEL PARTNERS, LLC,
CANACCORD ADAMS, INC., AND PACIFIC
GROWTH EQUITIES, LLC, :

**AFFIDAVIT OF JEROME S.
HIRSCH IN SUPPORT OF
MOTION FOR ADMISSION
PRO HAC VICE**

Defendants.

----- x

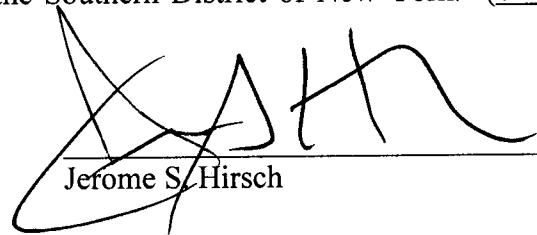
Jerome S. Hirsch, being duly sworn, deposes and states that:

1. I am a member of the law firm of Skadden, Arps, Slate, Meagher
& Flom LLP.

2. I am counsel in this matter for defendants Orion Energy Systems,
Inc., Neal R. Verfuert, Daniel J. Waibel, Thomas A. Quadracci, Michael J. Potts, Diana
Propper de Callejon, James R. Kackley, Echhart G. Grohmann, and Patrick J. Trotter. I
am a member of the bar of the State of New York and admitted to practice in the United
States District Court for the Southern District of New York.


3. I make this affidavit in support of the motion, pursuant to Local Rule 1.3(c), for the admission of Matthew R. Kipp to practice *pro hac vice* in the above-captioned matter. I know Mr. Kipp to be of the highest character and fully recommend his admission. Mr. Kipp serves as counsel to defendants Orion Energy Systems, Inc., Neal R. Verfuerth, Daniel J. Waibel, Thomas A. Quadracci, Michael J. Potts, Diana Propper de Callejon, James R. Kackley, Echhart G. Grohmann, and Patrick J. Trotter. (See Affidavit of Matthew R. Kipp, annexed hereto).

4. As shown in the Certificate of Admission annexed to his affidavit in support of his admission *pro hac vice*, Mr. Kipp is a member in good standing of the bar of Illinois. He is familiar with the Federal Rules of Civil Procedure and with the Rules of the United States District Court for the Southern District of New York. (See Affidavit of Matthew R. Kipp annexed hereto).



Jerome S. Hirsch

Sworn to before me
this 11th day of April 2008.



Notary Public

EDWARD FLIS
NOTARY PUBLIC, State of New York
No. 02FL6004170
Qualified in New York County
Commission Expires March 16, 2010

SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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AFSHIN MONSEFI, Individually and on Behalf of
All Others Similarly Situated, :

Plaintiff, : No. 08 Civ. 1328 (RJS)

- against - :

ORION ENERGY SYSTEMS, INC., NEAL R :
VERFUERTH, DANIEL J. WAIBEL, THOMAS A. :
QUADRACCI, MICHAEL J. POTTS, DIANA :
PROPPER de CALLEJON, JAMES R. CACKLEY, :
ECHKHART G. GROHMANN, PATRICK J. :
TROTTER, THOMAS WEISEL PARTNERS, LLC, :
CANACCORD ADAMS, INC., AND PACIFIC :
GROWTH EQUITIES, LLC, :

Defendants.

----- X

STATE OF ILLINOIS)
)ss:
COUNTY OF COOK)

Matthew R. Kipp, being duly sworn, deposes and states that:


1. I am counsel in this matter for defendants Orion Energy Systems, Inc., Neal R. Verfuert, Daniel J. Waibel, Thomas A. Quadracci, Michael J. Potts, Diana Propper de Callejon, James R. Kackley, Echhart G. Grohmann, and Patrick J. Trotter.
2. I make this affidavit in support of the motion for my admission to practice *pro hac vice* in the above-captioned matter.

3. I am a partner with the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Chicago, Illinois 60606, telephone number (312) 407-0700, facsimile number (312) 407-0411.

4. As shown in the Certificate of Admission annexed hereto, I am a member in good standing of the bar of Illinois. I am admitted to practice before the United States District Court for the Northern District of Illinois. I am familiar with the Federal Rules of Civil Procedure and with the Rules of the United States District Court for the Southern District of New York.


Matthew R. Kipp

Sworn to before me
this 10th day of April 2008.


Notary Public



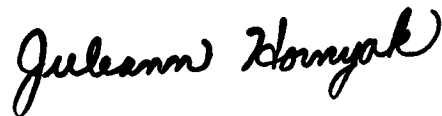
Certificate of Admission To the Bar of Illinois

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

Matthew Robert Kipp

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on November 9, 1989 and is in good standing, so far as the records of this office disclose.

In Witness Whereof, I have hereunto
placed my hand and affixed the seal
of said Supreme Court, at Springfield,
in said State, this Friday, April 04, 2008.

A handwritten signature in black ink, reading "Juleann Hornyak". The signature is written in a cursive, flowing style.

Clerk

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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AFSHIN MONSEFI, Individually and on Behalf of
All Others Similarly Situated, :

Plaintiff, : No. 08 Civ. 1328 (RJS)

- against - : **ORDER**

ORION ENERGY SYSTEMS, INC., NEAL R :
VERFUERTH, DANIEL J. WAIBEL, THOMAS A. :
QUADRACCI, MICHAEL J. POTTS, DIANA :
PROPPER de CALLEJON, JAMES R. CACKLEY, :
ECHKHART G. GROHMANN, PATRICK J. :
TROTTER, THOMAS WEISEL PARTNERS, LLC, :
CANACCORD ADAMS, INC., AND PACIFIC :
GROWTH EQUITIES, LLC, :

Defendants.

----- x

Upon consideration of the foregoing Notice of Motion for Admission *Pro*
Hac Vice of Matthew R. Kipp, and good cause having been shown,

IT IS SO ORDERED, this ____ day of April 2008, that such motion is
GRANTED.

RICHARD J. SULLIVAN
UNITED STATES DISTRICT
JUDGE

CERTIFICATE OF SERVICE

The undersigned an attorney duly admitted to practice law before this Court, hereby certifies under penalty of perjury, that on April 11, 2008, I caused a true and correct copy of the

Notice of Motion for Admission Pro Hac Vice of Matthew R. Kipp with the annexed [Proposed] Order and Affidavit of Jerome S. Hirsch in Support of Motion for Admission Pro Hac Vice sworn to on the 11th day of April 2008 and Affidavit of Matthew R. Kipp in Support of Motion for Admission Pro Hac Vice sworn to on the 10th day of April 2008.

To be served upon the following parties by First-Class mail:

Roy L. Jacobs, Esq.
Roy Jacobs & Associates
60 East 42nd Street
46th Floor
New York, NY 10165
Telephone: (212) 867-1156
Fascimile: (212) 504-8343

Laurence D. Paskowitz, Esq.
Paskowitz & Associates
60 East 42nd Street
46th Floor
New York, NY 10165
Telephone: (212) 685-0969
Fascimile: (212) 504-2306

Dated: New York, New York
April 11, 2008

A handwritten signature in black ink, reading "Steven R. Katzenstein", written over a horizontal line.

Steven R. Katzenstein